



UNDERTAKING

To,
General Manager
Department of Corporate Services,
Bombay Stock Exchange Limited,
P.J Towers, Dalal Street,
Mumbai- 400001

I, Kapil Bhatta, Company Secretary of **QUADRANT TELEVENTURES LIMITED** ("Company"), duly authorized by the Board of Directors vide resolution dated May 29, 2013, undertake on behalf of the Company that Clause 5.16 of the Circular No. CIR/CFD/DIL/5/2013 dt. February 4, 2013 as amended by clause 7 of the Circular No. CIR/CFD/DIL/8/2013 dt. May 21, 2013 ("**said Circular**") issued by The Securities Exchange Board of India ("SEBI") to include clause 5.16(a) is not applicable to the proposed reduction of capital of the Company ("Petition/ Scheme") which is being submitted to Bombay Stock Exchange ("BSE") as the proposed scheme of reduction of capital does not -

- 1) envisage allotment of any additional shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company.
- 2) envisage any scheme of arrangement between the company and any other entities involving the Promoter /Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.
- 3) envisage a scheme involving a subsidiary being merged with the Company where the Company has acquired the equity shares of its subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company.

and consequently the Company is exempted from the applicability of clause 5.16(a) of the said Circular from seeking approval of simple majority from the public shareholders of the Company by way of Postal Ballot as provided under the said Circular.

For and on behalf of
QUADRANT TELEVENTURES LIMITED

(KAPIL BHALLA)
COMPANY SECRETARY

Place: Mohali
Dated: June 7, 2013



KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

BRANCH OFFICE
221, HANS BHAWAN,
BAHADUR SHAH ZAFAR MARG,
NEW DELHI-110 002

Tel. 23370091, 23370892, 23378795
Fax : 23378794
Website : www.kjco.net
E-mail : delhi@kjco.net

To,

General Manager
Department of Corporate Services,
Bombay Stock Exchange Limited,
P.J Towers, Dalal Street,
Mumbai- 400001

Ref: Certificate on undertaking given by the Quadrant Televentures Limited dated June 07, 2013

Dear Sir,

We have been asked to issue an auditors certificate to be submitted to Bombay Stock Exchange ("BSE") in accordance Clause 5.16 of the Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 as amended by Clause 7 of the Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by The Securities Exchange Board of India ("SEBI") ("said Circular") with respect Undertaking dated 07/06/2013 to be submitted to BSE in connection with scheme of Reduction of Share Capital of M/s Quadrant Televentures Limited ("Company").

Based on our examination of the scheme of reduction of Capital of the Company, undertaking and according to the information and explanation given to us, we hereby certify that the reasons for non applicability of clause 5.16 (a) of the said Circular stated by the Company in the undertaking are true and correct.

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

(Akash Shinghal)

Partner

Membership No. 103490

Place: New Delhi

Date: 18/06/2013

